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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., et al.,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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**THIRD JOINT STIPULATION AND ORDER BETWEEN THE REORGANIZED  
DEBTORS AND GENERAL MOTORS LLC TO FURTHER ADJOURN HEARING  
TO CONSIDER MOTION TO COMPEL AND ANY RELATED ISSUES**

This stipulation and order (this "Stipulation") is entered into by and between DPH Holdings Corp. ("DPH Holdings" or "DPH," and, together with certain of its affiliated reorganized debtors in the above-captioned chapter 11 cases, the "Reorganized Debtors"), and General Motors LLC ("New GM," and collectively with the Reorganized Debtors, the "Parties," and each individually, a "Party").

**RECITALS**

**WHEREAS**, on July 3, 2013, the Reorganized Debtors filed their *Motion for an Order to Compel Compliance With, and to Implement, the Modified Plan, Plan Modification Order and Related Documents* (the “Motion to Compel”) [Docket No. 22075]; and

**WHEREAS**, on July 3, 2013, the Reorganized Debtors also filed their *Motion for Final Decree and Order Pursuant to 11 U.S.C. §§ 105, 350(a), and 1142, Fed. R. Bankr. P. 3022, and Local Bankr. R. 3022-1 Closing the Bankruptcy Cases and Providing Related Relief* (the “Motion to Close Bankruptcy Cases”) [Docket No. 22073]; and

**WHEREAS**, on July 18, 2013, New GM filed the *Objection by General Motors LLC to (I) Reorganized Debtors’ Motion for an Order to Compel Compliance With, and to Implement, the Modified Plan, Plan Modification Order and Related Documents, and (II) Reorganized Debtors’ Motion for Final Decree and Order Pursuant to 11 U.S.C. §§ 105, 350(a), and 1142, Fed. R. Bankr. P. 3022, and Local Bankr. R. 3022-1 Closing the Bankruptcy Cases and Providing Related Relief* (the “Objection”) [Docket No. 22088]; and

**WHEREAS**, on July 25, 2013, counsel for the Parties appeared before the Court and represented that the Parties had reached an interim agreement pertaining to the adjournment of the hearing to consider the Motion to Compel, and they read the terms of that agreement in to the record; and

**WHEREAS**, on July 29, 2013, the Court entered the *Joint Stipulation and Order Between the Reorganized Debtors and General Motors LLC Regarding Adjournment of the Hearing to Consider the Motion to Compel* (the “First Adjournment Order”) [Docket No. 22110] which, among other things, adjourned the hearing to consider the Motion to Compel until August 22, 2013; and

**WHEREAS**, on August 6, 2013, the Court entered the *Order Pursuant to 11 U.S.C. §§ 105, 350(a), and 1142, Fed. R. Bankr. P. 3022 and Local Bankr. R. 3022-1 Concerning Closing the Bankruptcy Cases and Providing Related Relief* [Docket No. 22121]; and

**WHEREAS**, on August 14, 2013, the Court entered the *Joint Stipulation and Order Between the Reorganized Debtors and General Motors LLC to Further Adjourn the Hearing to Consider the Motion to Compel* (the “Second Adjournment Order”) [Docket No. 22124] which, among other things, adjourned the hearing to consider the Motion to Compel until September 26, 2013; and

**WHEREAS**, on September 19, 2013, the Court entered the *Second Joint Stipulation and Order Between the Reorganized Debtors and General Motors LLC to Further Adjourn the Hearing to Consider the Motion to Compel* (the “Third Adjournment Order,” and, together with the First and Second Adjournment Orders, the “Adjournment Orders”) [Docket No. 22163], which, among other things, adjourned the hearing to consider the Motion to Compel until October 21, 2013; and

**WHEREAS**, on October 23, 2013, the Court “So Ordered” a redacted version of the Parties’ *Stipulation and Order Partially Resolving Funding Dispute Between Reorganized Debtors and General Motors LLC* (the “Settlement Stipulation”) <sup>1</sup> [Docket No. 22200], which, among other things (a) adjourned the hearing to consider the Motion to Compel to November 14, 2013 at 10:00 a.m., and (b) provided that any remaining

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<sup>1</sup> Capitalized terms used but not otherwise defined in this Stipulation shall be ascribed the meanings provided in the Settlement Stipulation.

disputes between the Parties would be decided by the Court either during the November 14, 2013 hearing, or if it is agreed by the Parties in writing or the Court that an issue(s) can reasonably be deferred, to the December hearing date specified in the Settlement Stipulation (the "December Date"); and

**WHEREAS**, the Parties believe that it would be beneficial to provide a status report to the Court on November 14, 2013 and to further adjourn the hearing to consider the Motion to Compel to the December Date to facilitate continued negotiations and resolutions of outstanding funding issues.

**NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED**, by and between counsel for the Reorganized Debtors and New GM, as follows:

1. The foregoing recitals are hereby fully incorporated into and made an express part of this Stipulation.
2. Except as specifically modified herein, the terms of the Adjournment Orders and the Settlement Stipulation remain in full effect, including, but not limited to, the provisions that confirm the Parties' agreement that this Court has, and shall continue to have and exercise, jurisdiction over all matters related to the Motion to Compel until the issues raised in the Motion to Compel are resolved.
3. The hearing to consider the Motion to Compel is adjourned to and will be conducted on the December Date.
4. Each person who executes this Stipulation by or on behalf of the Parties warrants and represents that such person has been duly authorized and empowered to execute and deliver this Stipulation on behalf of that Party.

5. This Stipulation may be executed in any number of counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same instrument, with facsimile and PDF signature pages deemed to be originals.

6. This Court shall retain jurisdiction to hear any matters or disputes arising from or relating to this Stipulation.

Dated: New York, New York  
November 12, 2013

DPH Holdings Corp., et al.,  
By Their Attorneys  
TOGUT, SEGAL & SEGAL LLP  
By:

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Dated: New York, New York  
November 11, 2013

GENERAL MOTORS LLC  
By Its Attorneys  
KING & SPALDING LLP  
By:

Scott Davidson  
ARTHUR STEINBERG  
SCOTT DAVIDSON  
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SO ORDERED:

this 13th day of November, 2013  
in White Plains, New York

/s/Robert D. Drain  
HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE